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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 3048
(CLEO INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Cleo Inc. ("Cleo") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 3048 (Cleo Inc.) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in this Court.

WHEREAS, on April 28, 2006, Cleo filed proof of claim number 3048 against Delphi, which asserts an unsecured non-priority claim in the amount of \$18,878.39 (the "Claim") stemming from the sale of goods.

WHEREAS, on June 15, 2007, the Debtors objected to the Claim pursuant to the Debtors' Seventeenth Omnibus Objection (Substantive) Pursuant to 11 U.S.C. Section 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected on Debtors' Books and Records, (C) Insurance Claim Not Reflected on Debtors' Books and Records, (D) Untimely Claims and Untimely Tax Claims, and (E) Claims Subject to Modification, Tax Claims Subject to Modification, and Modified Claims Asserting Reclamation (Docket No. 8270) (the "Seventeenth Omnibus Claims Objection").

WHEREAS, on July 12, 2007, Cleo filed its response to the Seventeenth Omnibus Claims Objection (Docket No. 8554) (the "Response").

WHEREAS, to resolve the Seventeenth Omnibus Claims Objection with respect to the Claim, DAS LLC and Cleo have agreed to enter into this Joint Stipulation.

WHEREAS, pursuant to this Joint Stipulation, DAS LLC acknowledges and

agrees that the Claim shall be allowed against DAS LLC in the amount of \$18,878.39 as a general unsecured non-priority claim.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Cleo stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$18,878.39 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Cleo shall withdraw its Response to the Seventeenth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 7th day of August, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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